

**Electronically Recorded**

Official Public Records

*Mary Louise Garcia*  
Mary Louise Garcia

**Tarrant County Texas**

2/18/2011 2:43 PM

**D211040367**

PGS 5 \$32.00  
Submitter: ACS

CHESAPEAKE ENERGY CORP.  
ATTN: RECORDING TEAM  
P.O. BOX 18496  
OKLAHOMA CITY, OK 73154

Submitter: CHESAPEAKE OPERATING, INC

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TARRANT COUNTY CLERK  
TARRANT COUNTY COURTHOUSE  
100 WEST WEATHERFORD  
FORT WORTH, TX 76196-0401

DO NOT DESTROY

WARNING – THIS IS PART OF THE OFFICIAL RECORD

**NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.**

**AMENDMENT OF OIL AND GAS LEASE**  
**(To Correct Land Description)**

STATE OF TEXAS )  
                    )  
                    ) KNOW ALL PERSONS BY THESE PRESENTS:  
COUNTY OF TARRANT )

**WHEREAS**, Chesapeake Exploration, L.L.C., whose mailing address is P.O. Box 18496, Oklahoma City, OK 73154-0496 and Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, TX 77002 ("Lessees"), are the present owners of that certain Paid Up Oil and Gas Lease, dated June 12, 2008 (the "Lease"), from Lois K. Potter, a single person, whose address is 2409 Sir Guy, Grand Prairie, TX 75050, and Lyle M. Potter, a married man herein not joined by his spouse, whose address is 1951 SW Prestwick Place, Bend, OR 97702-3150, (Lessors) of which said Lease is recorded in D209030110, Deed Records, Tarrant County, Texas.

**WHEREAS**, Total E&P USA, Inc. acquired an undivided 25% of Chesapeake Exploration, L. L. C.'s working interest in the aforementioned Lease.

**WHEREAS**, Lessors and Lessees agree that the Lease as described above is valid, in force, and in full effect.

**WHEREAS**, at the time the Lease was entered into, the description of the lands contained in the Lease were believed by Lessors and Lessees to cover and was intended by them to cover, certain lands owned by Lessor.

**WHEREAS**, since the execution, delivery, and recording of the Lease, it has been discovered that the description of lands contained in the Lease does not adequately describe the lands Lessors and Lessees intended to be covered by the Lease. Lessors and Lessees desire to amend and correct the description of the lands contained in the Lease to accurately identify the lands to be covered by and subject to the terms of the Lease.

**NOW THEREFORE**, for adequate consideration, and the further consideration of the obligations and agreements contained in the Lease, Lessors acknowledges and agrees that the Lease shall cover, and the Lease is amended, so that it now covers the following lands in the county and state named above:

Being 0.614 acres, more or less, out of the Tapeley Holland Survey, Abstract No. 750, Tarrant County, Texas, being Parcel No. 3, Site 100, Great Southwest South, Great Southwest Industrial District, an Addition to the City of Grand Prairie, Tarrant County,

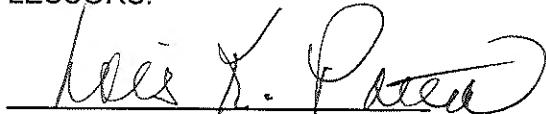
Texas, according to Plat dated April 24, 1984, recorded in Volume 388-173, Page 51,  
Plat Records, Tarrant County, Texas.

Lessors ratify, adopt, and confirm the Lease and extend the Lease to cover the lands described in this Amendment as if the description of lands set out above had been originally included in the Lease. Lessors grant, lease, and let to Lessees, its successors and assigns, the lands described in this Amendment for the purposes of and on the terms conditions, and provisions contained in the Lease.

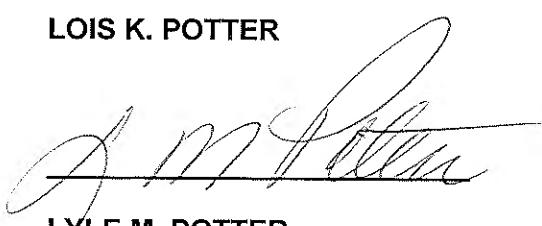
This Amendment shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

This Amendment is signed by Lessor and Lessee as of the date of the acknowledgement below, but is effective for all purposes as of the Effective Date stated above.

LESSORS:



LOIS K. POTTER



LYLE M. POTTER

LESSEES:

~~CHESAPEAKE EXPLORATION, L.L.C.  
An Oklahoma limited liability company~~

  
HJH  
TRE

By:

 Henry J. Hood, Senior Vice President – Land and Legal & General Counsel



TOTAL E&P USA, INC., a Delaware corporation

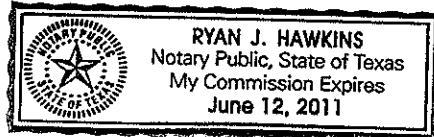
By:

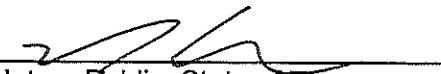
 Eric Bennin, Vice President- Business Development  NY Strategy

ACKNOWLEDGMENTS

STATE OF TEXAS )  
                    )  
COUNTY OF TARRANT )     §

This instrument was acknowledged before me on the 26 day October 2010, by **Lois K. Potter, a single person**, who personally appeared before me.



  
Notary Public, State of Texas

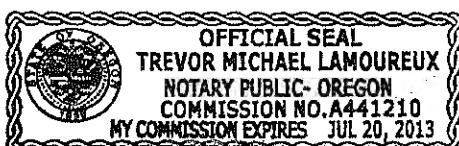
Ryan Hawkins  
Notary's name (printed)

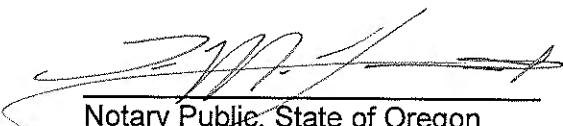
6-12-11

Notary's commission expires

STATE OF OREGON )  
                    )  
COUNTY OF DESCHUTES )     §

This instrument was acknowledged before me on the 28<sup>th</sup> day October 2010, by **Lyle M. Potter, a married man herein not joined by his spouse**, who personally appeared before me.



  
Notary Public, State of Oregon

Trevor Lamoureux  
Notary's name (printed)

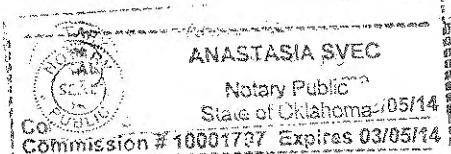
July 20, 2013

Notary's commission expires

**CORPORATE ACKNOWLEDGMENTS**

STATE OF OKLAHOMA )  
COUNTY OF OKLAHOMA ) §

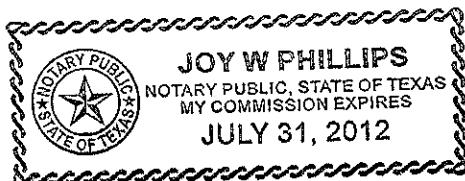
This instrument was acknowledged before me on this 31<sup>ST</sup> day of January,  
2010, by Henry J. Hood, as Senior Vice President - Land and Legal & General Counsel of  
**CHESAPEAKE EXPLORATION, L.L.C.** on behalf of said limited liability company.

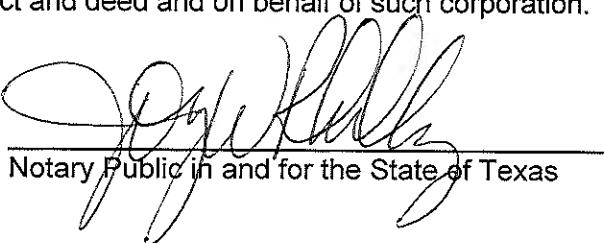


Notary Public, State of OKLAHOMA  
Printed Name: Anastasia Svec  
My Commission Expires: 3/01/2014

STATE OF TEXAS )  
COUNTY OF HARRIS ) §

2011 The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of February,  
2010, by Eric Bonnin as Vice President – Business Development & Strategy of **TOTAL E&P**  
**USA, INC.**, a Delaware corporation, as the act and deed and on behalf of such corporation.



  
Notary Public in and for the State of Texas

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